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OF COUNSEL
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June 1, 2009

27285-D
RECORDATION NO. _____ FILED

JUN 01 '09 - 8 0 0 AM

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27285-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail II, LLC
1355 Peachtree Street
Suite 750 - South Tower
Atlanta, GA 30309

Secured Party/
Assignee: The CIT Group/Equipment Financing, Inc.
30 South Wacker, Suite 3000
Chicago, IL 60606

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A description of the railroad equipment covered by the enclosed document is:

Lease covering 60 covered hopper railcars within the series IFRX 306919 - IFRX 380820 (previously bearing ATSF, BNSF and BN reporting marks) as more particularly set forth in the schedule attached to the document).

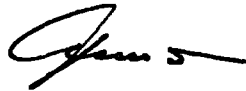
A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclos

JUN 01 '09

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MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

1. A Memorandum of Security Agreement, dated December 20, 2007, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail II, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on December 21, 2007 and given recordation number 27285-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 29, 2006, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of May 15, 2009.

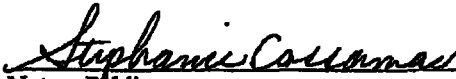
INFINITY RAIL II, LLC

By Infinity Asset Management, LLC as Manager

By: 

State of Georgia)
) ss:
County of Fulton)

On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail II, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, DeKalb County, Georgia
My Commission Expires Aug. 2, 2009

[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: Richard Rossi

Title: Senior Director

State of Illinois)

) ss:

County of Cook)

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:

[NOTARIAL SEAL]



SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	306919	IFRX	306919	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	307594	IFRX	307594	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	307636	IFRX	307636	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	307734	IFRX	307734	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	307840	IFRX	307840	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	308100	IFRX	308100	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	308624	IFRX	308624	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	308799	IFRX	308799	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	308985	IFRX	308985	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	309476	IFRX	309476	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	309494	IFRX	309494	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	309502	IFRX	309502	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	309510	IFRX	309510	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	309529	IFRX	309529	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	309903	IFRX	309903	C113
Carneuse NA	April 1, 2007	Covered Hopper	ATSF	312554	IFRX	312554	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	445163	IFRX	345163	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	445255	IFRX	345255	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	445261	IFRX	345261	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	445277	IFRX	345277	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	445311	IFRX	345311	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	449582	IFRX	349582	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	449598	IFRX	349598	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	450799	IFRX	350799	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	450867	IFRX	350867	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	450938	IFRX	350938	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	450976	IFRX	350976	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	453712	IFRX	353712	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454337	IFRX	354337	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454338	IFRX	354338	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454431	IFRX	354431	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454475	IFRX	354475	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454500	IFRX	354500	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454528	IFRX	354528	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454543	IFRX	354543	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	454580	IFRX	354580	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	457120	IFRX	357120	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	457146	IFRX	357146	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	457294	IFRX	357294	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	457805	IFRX	357805	C113
Carneuse NA	April 1, 2007	Covered Hopper	BN	457819	IFRX	357819	C113

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AAR Code
Carmeuse NA	April 1, 2007	Covered Hopper	BN	458035	IFRX	358035	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BN	458209	IFRX	358209	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BN	458245	IFRX	358245	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BN	458258	IFRX	358258	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BN	480820	IFRX	380820	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	414784	IFRX	314784	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	418612	IFRX	318612	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	422765	IFRX	322765	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	422793	IFRX	322793	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	422804	IFRX	322804	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423230	IFRX	323230	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423693	IFRX	323693	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423787	IFRX	323787	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423774	IFRX	323774	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423832	IFRX	323832	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423840	IFRX	323840	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	423930	IFRX	323930	C113
Carmeuse NA	April 1, 2007	Covered Hopper	BNSF	433844	IFRX	333844	C113
North American Salt Company	February 1, 2008	Covered Hopper	BNSF	432398	IFRX	332398	C113

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/1/09



Robert W. Alvord